

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
OMB Number: 3235-0123
Expires: February 28, 2010
Estimated average burden
hours per response..... 12.00



09057684

ANNUAL AUDITED REPORT
FORM X-17A-5
PART III

SEC FILE NUMBER
8- 67081

FACING PAGE

Information Required of Brokers and Dealers Pursuant to Section 17 of the
Securities Exchange Act of 1934 and Rule 17a-5 Thereunder

REPORT FOR THE PERIOD BEGINNING January 1, 2008 AND ENDING December 31, 2008
MM/DD/YY MM/DD/YY

A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER: Courtlandt Financial Group, Inc.

OFFICIAL USE ONLY

ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)

FIRM I.D. NO.

3991 MacArthur Blvd., Suite 320

(No. and Street)

Newport Beach,

CA

92660

(City)

(State)

(Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT

Michael L. Cruz

949-251-6901

(Area Code - Telephone Number)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report*

Joseph Yafeh, CPA

(Name - if individual, state last, first, middle name)

11300 Olympic Blvd., Suite 875

Los Angeles, CA

90064

(Address)

(City)

(State) (Zip Code)

CHECK ONE:

☒ Certified Public Accountant

☐ Public Accountant

☐ Accountant not resident in United States or any of its possessions.

PROCESSED

MAR 12 2009

THOMSON REUTERS

SEC Mail Processing
Section

FEB 26 2009

Washington, DC
111

FOR OFFICIAL USE ONLY

*Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See Section 240.17a-5(e)(2)

SEC 1410 (06-02)

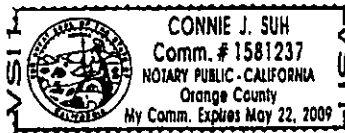
Potential persons who are to respond to the collection of
information contained in this form are not required to respond
unless the form displays a currently valid OMB control number.

TA
3/11

OATH OR AFFIRMATION

I, Michael L. Cruz, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Courtlandt Financial Group, Inc., as of December 31, 2008, are true and correct. I further swear (or affirm) that neither the company nor any partner, proprietor, principal officer or director has any proprietary interest in any account classified solely as that of a customer, except as follows:

None



[Signature]
Signature
President
Title

[Signature]
Notary Public

This report ** contains (check all applicable boxes):

- ☒ (a) Facing Page.
- ☒ (b) Statement of Financial Condition.
- ☒ (c) Statement of Income (Loss).
- ☒ (d) Statement of **Cash Flows**.
- ☒ (e) Statement of Changes in Stockholders' Equity or Partners' or Sole Proprietors' Capital.
- ☐ (f) Statement of Changes in Liabilities Subordinated to Claims of Creditors.
- ☒ (g) Computation of Net Capital.
- ☐ (h) Computation for Determination of Reserve Requirements Pursuant to Rule 15c3-3.
- ☒ (i) Information Relating to the Possession or Control Requirements Under Rule 15c3-3.
- ☐ (j) A Reconciliation, including appropriate explanation of the Computation of Net Capital Under Rule 15c3-1 and the Computation for Determination of the Reserve Requirements Under Exhibit A of Rule 15c3-3.
- ☒ (k) A Reconciliation between the audited and unaudited Statements of Financial Condition.
- ☒ (l) An Oath or Affirmation.
- ☐ (m) A copy of the SIPC Supplemental Report.
- ☒ (n) A report describing any material inadequacies found to exist or found to have existed since the date of the previous audit.

****For conditions of confidential treatment of certain portions of this filing, see section 240.17a-5(e)(3).**

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C.

COURTLANDT SECURITIES CORPORATION

ANNUAL AUDIT REPORT

DATE - DECEMBER 31, 2008

3991 MacArthur Blvd., Suite 320
Newport Beach, California 92660

CONTENTS

PART I

Report of Independent Auditor	1
Statement of Financial Condition	2
Statement of Operations	3
Statement of Changes in Shareholder's Equity	4
Statement of Cash Flows	5
Notes to Financial Statements	6 - 7

SUPPLEMENTARY INFORMATION

Computation of Net Capital Pursuant to Rule 15c3-1	8 - 9
Revenue and Operating Expenses	10

PART II

Statement of Internal Control	11 - 12
-------------------------------	---------

Joseph Yafeh CPA, Inc.
A Professional Accounting Corporation
11300 W. Olympic Blvd., Suite 875
Los Angeles CA 90064
310-477-8150 ~ Fax 310-477-8152

REPORT OF INDEPENDENT AUDITOR

Board of Directors
Courtlandt Securities Corporation
Newport Beach, California

I have audited the accompanying statement of financial condition of Courtlandt Securities Corporation as of December 31, 2008 and related statements of operations, changes in shareholder's equity and cash flows for the year then ended. These financial statements are being filed based on Rule 17a-5 of the Securities Exchange Act of 1934 and include the supplemental schedule of the net capital computation required by rule 15c3-1. These financial statements are the responsibility Courtlandt Securities Corporation's management. My responsibility is to express an opinion on these financial statements based on my audit.

I conducted my audit in accordance with the auditing standards generally accepted in the United States of America. Those standards require that I plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. I believe that my audit provides a reasonable basis for my opinion.

In my opinion, such financial statements referred to above present fairly, in all material respects, the financial condition of Courtlandt Securities Corporation as of December 31, 2008 and the results of its operations, shareholder's equity and cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

My audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The information contained in the supplementary information on page 10 is presented for purposes of additional analysis and is not a required part of the basic financial statements. Pages 8 and 9 include supplementary information required by Rule 17a-5 of the Securities and Exchange Commission. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in my opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.


Joseph Yafeh, CPA

Los Angeles, California
February 2, 2009

COURTLANDT SECURITIES CORPORATION
STATEMENT OF FINANCIAL CONDITION
DECEMBER 31, 2008

ASSETS

Cash	\$ 64,824
Clearing deposit	5,000
Commissions receivable	3,237
Other receivables	1,694
Prepays	<u>7,508</u>
TOTAL ASSETS	<u>\$ 82,263</u>

LIABILITIES AND SHAREHOLDER'S EQUITY

LIABILITIES

Accounts payable	\$ 494
Commissions payable	4,324
Credit cards payable	<u>2,315</u>

TOTAL LIABILITIES 7,133

SHAREHOLDER'S EQUITY

Common stock, \$10 par value, 100,000 shares authorized; 1,000 shares outstanding	\$ 10,000
Paid in capital	278,000
Retained (deficit)	<u>(212,870)</u>

TOTAL SHAREHOLDER'S EQUITY 75,130

TOTAL LIABILITIES AND SHAREHOLDER'S EQUITY **\$ 82,263**

See Accompanying Notes to Financial Statements

COURTLANDT SECURITIES CORPORATION
STATEMENT OF OPERATIONS
FOR THE YEAR ENDED DECEMBER 31, 2008

REVENUE – Page 10	<u>\$ 313,029</u>
OPERATING EXPENSES - Page 10	<u>401,711</u>
NET OPERATING (LOSS)	<u>(88,682)</u>
OTHER INCOME	
Interest income	<u>1,296</u>
TOTAL OTHER INCOME	1,296
(LOSS) BEFORE INCOME TAXES	(87,386)
TAX PROVISION:	<u>800</u>
NET (LOSS)	<u><u>\$ (88,186)</u></u>

See Accompanying Notes to Financial Statements

COURTLANDT SECURITIES CORPORATION
STATEMENT OF CHANGES IN SHAREHOLDER'S EQUITY
FOR THE YEAR ENDED DECEMBER 31, 2008

	<u>Common Stock Shares</u>	<u>Common Stock</u>	<u>Paid – In Capital</u>	<u>Retained Earnings (Deficit)</u>	<u>Total</u>
Balance, December 31, 2007	1,000	\$10,000	\$220,000	\$(124,684)	\$ 105,316
Capital Contributed			58,000		58,000
Net (Loss)	<u> </u>	<u> </u>	<u> </u>	<u>(88,186)</u>	<u>(88,186)</u>
Balance, December 31, 2008	<u>1,000</u>	<u>\$10,000</u>	<u>\$278,000</u>	<u>\$(212,870)</u>	<u>\$ 75,130</u>

See Accompanying Notes to Financial Statements

COURTLANDT SECURITIES CORPORATION
STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED DECEMBER 31, 2008

Cash Flows from Operating Activities:	
Net (loss)	\$(88,186)
Changes in operating assets and liabilities:	
Clearing deposit	45,000
Brokers' advances	22,383
Commissions receivable	31,973
Other receivable	7,406
Prepays	2,805
Accounts payables	(1,319)
Commissions payable	(31,369)
Credit cards payable	<u>(392)</u>
Net cash used in operating activities	<u>(11,699)</u>
Cash Flows from Investing Activities:	<u> --</u>
Cash Flows from Financing Activities	
Capital contributed	<u>58,000</u>
Net increase in cash	46,301
Cash at beginning of year	<u>18,523</u>
Cash at December 31, 2008	<u><u>\$ 64,824</u></u>
Supplemental Cash Flow Information:	
Cash paid for income taxes	<u>\$ 800</u>
Cash paid for interest	<u>\$ 1,083</u>

See Accompanying Notes to Financial Statements

COURTLANDT SECURITIES CORPORATION
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2008

NOTE 1 - ORGANIZATION

Courtlandt Securities Corporation (the Company) is a California corporation incorporated on June 7, 2005 and approved by the NASD in February 2006. The NASD and NYSE Member Regulation consolidated in 2007 to form the Financial Industry Regulatory Agency ("FINRA"). The Company is a General Securities Broker/Dealer. The Company does not hold customer funds or securities.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

General

The accompanying financial statements were prepared on the accrual method of accounting.

NOTE 3 - NET CAPITAL REQUIREMENTS

The Company is subject to a \$50,000 minimum capital requirement under SEC Rule 15c3-1 which requires that the ratio of aggregate indebtedness to net capital shall not exceed 15 to 1. As of December 31, 2008, the net capital was \$62,834, which exceeded the required minimum capital by \$12,834. The percentage of aggregate indebtedness to the net capital ratio is 11%.

NOTE 4 - PROVISION FOR INCOME TAXES

The Company, with consent of its stockholder, has elected to be an S corporation and accordingly has its income taxes under Section 1372 of the Internal Revenue code, which provides that in lieu of corporation income taxes, the stockholder is taxed on the Company's taxable income. Therefore, no provision of liability for Federal income taxes is included in these financial statements. The state of California has similar regulations, although there exists a provision for a minimum franchise tax and a tax rate of 1.5% over the minimum tax of \$800.

NOTE 5 - USE OF ESTIMATES

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

COURTLANDT SECURITIES CORPORATION
NOTES TO FINANCIAL STATEMENTS - Continued
DECEMBER 31, 2008

NOTE 7 – EXEMPTION FROM THE SEC RULE 15C3-3

Courtlandt Securities Corporation is an introducing broker-dealer that clears all transactions with and for customers on a fully disclosed basis with an independent securities clearing company and promptly transmits all customer funds and securities to the clearing company, which carries all of the accounts of such customers and maintains and preserves such books and records pertaining thereto pursuant to the requirements of the SEC Rule 17a-3 and 17a-4, as are customarily made and kept by a clearing broker or dealer.

Therefore, Courtlandt Securities Corporation is exempt from provisions under the SEC Rule 15c3-3, Customer Protection – Reserves and Custody of Security under Rule 15c3-3 paragraph (K) (2) (ii).

In addition, the Company is exempt from the Possession or Control Requirements under Rule 15c3-3 paragraph (K) (2) (ii).

COURTLANDT SECURITIES CORPORATION
COMPUTATION OF NET CAPITAL REQUIREMENTS PURSUANT
TO RULE 15c3-1
DECEMBER 31, 2008

COMPUTATION OF NET CAPITAL

Total ownership equity from statement of financial condition \$ 75,130

Non allowable assets - Page 9 (12,296)

NET CAPITAL \$ 62,834

COMPUTATION OF NET CAPITAL REQUIREMENTS

Minimum net aggregate indebtedness-
.067% of net aggregate indebtedness \$ 476

Minimum dollar net capital required \$ 50,000

Net Capital required (greater of above amounts) \$ 50,000

EXCESS CAPITAL \$ 12,834

Excess net capital at 1000% (net capital less 10%
of aggregate indebtedness) \$ 62,121

COMPUTATION OF AGGREGATE INDEBTEDNESS

Total liabilities \$ 7,133

Percentage of aggregate indebtedness to net capital 11%

RECONCILIATION

The following is a reconciliation as of December 31, 2008 of the above net capital computation with the Company's corresponding unaudited computation pursuant to Rule 179-5(d) (4):

UNAUDITED	\$ 65,928
Commission receivable – non allowable	<u>(3,094)</u>
AUDITED	<u>\$ 62,834</u>

See Accompanying Notes to Financial Statements

COURTLANDT SECURITIES CORPORATION
NON-ALLOWABLE ASSETS
DECEMBER 31, 2008

NON-ALLOWABLE ASSETS

Commission Receivable	\$ 3,094
Other Receivables	1,694
Prepays	<u>7,508</u>
	<u>\$12,296</u>

See Accompanying Notes to Financial Statements

COURTLANDT SECURITIES CORPORATION
SCHEDULE OF REVENUE AND OPERATING EXPENSES
FOR THE YEAR ENDED DECEMBER 31, 2008

REVENUE

Commissions Income	\$279,665
Concessions Income	20,901
Fees and Other Income	<u>12,463</u>
TOTAL REVENUE	<u>\$313,029</u>

OPERATING EXPENSES

Advertising	\$ 765
Bad debt	8,968
Bank service charges	241
Commissions	133,819
Computer related fees	2,900
Dues and Subscriptions	500
Insurance	38,344
Interest expense	1,083
FINRA fees	5,527
Office expense	1,293
Professional fees	26,847
Rent	52,250
Salary	121,645
Telephone	6,000
Travel and entertainment	1,125
Technology fees	3,182
Miscellaneous	<u>(2,778)</u>
TOTAL EXPENSES	<u>\$401,711</u>

See Accompanying Notes to Financial Statements

PART II

COURTLANDT SECURITIES CORPORATION

STATEMENT OF INTERNAL CONTROL

DECEMBER 31, 2008

Joseph Yafeh CPA, Inc.
A Professional Accounting Corporation
11300 W. Olympic Blvd., Suite 875
Los Angeles CA 90064
310-477-8150 ~ Fax 310-477-8152

**REPORT OF INDEPENDENT ACCOUNT
ON INTERNAL ACCOUNTING CONTROL REQUIRED BY SEC Rule 17a-5**

Board of Directors
Courtlandt Securities Corporation
Newport Beach, California

In planning and performing my audit of the financial statements and supplemental schedules of Courtlandt Securities Corporation (the "Company") for the year ended December 31, 2008, I considered its internal control, including control activities for safeguarding securities, in order to determine my auditing procedures for the purpose of expressing my opinion on the financial statements and not to provide assurance on internal control.

Also, as required by Rule 17a-5(g)(1) of the Securities and Exchange Commission (SEC), I have made a study of the practices and procedures followed by the Company including tests of such practices and procedures that I considered relevant to the objectives stated in Rule 17a-5(g) in making the periodic computations of aggregate indebtedness (or aggregate debits) and net capital under Rule 17a-3 (a)(11) and for determining compliance with the exemptive provisions of Rule 15c3-3. Because the Company does not carry securities accounts for customers or perform custodial functions relating to customer securities, I did not review the practices and procedures followed by the Company in any of the following:

1. Making quarterly securities examinations, counts, verifications, and comparisons
2. Recordation of differences required by Rule 17a-13
3. Complying with the requirements for prompt payment for securities under Section 8 of Federal Reserve Regulation T of the Board Governors of the Federal Reserve System

The management of the Company is responsible for establishing and maintaining internal control and the practices and procedures referred to in the preceding paragraph. In fulfilling this responsibility, estimates and judgments by management are required to assess the expected benefits and related costs of controls and of the practices and procedures referred to in the preceding paragraph and to assess whether those practices and procedures can be expected to achieve the SEC's above-mentioned objectives. Two of the objectives of internal control and the practices and procedures are to provide

Board of Directors
Courtlandt Securities Corporation
Newport Beach, California

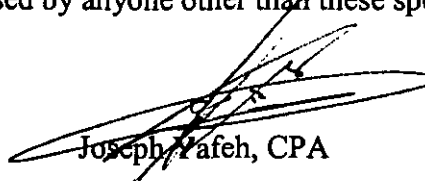
management with reasonable but not absolute assurance that assets for which the Company has responsibility are safeguarded against loss from unauthorized use or disposition, and that transactions are executed in accordance with management's authorization and recorded properly to permit the preparation of financial statements in conformity with generally accepted accounting principles. Rule 17a-5(g) lists additional objectives of the practices and procedures listed in the preceding paragraph.

Because of inherent limitations in internal control or the practices and procedures referred to above, error or fraud may occur and not be detected. Also, projection of any evaluation of them to future periods is subject to the risk that they may become inadequate because of changes in conditions or that the effectiveness of their design and operation may deteriorate.

My consideration of internal control would not necessarily disclose all matters in internal control that might be material weaknesses under standards established by the American Institute of Certified Public Accountants. A material weakness is a condition in which the design or operation of the specific internal control components does not reduce to a relatively low level the risk that error or fraud in amounts that would be material in relation to the financial statements being audited may occur and not be detected within a timely period by employees in the normal course of performing their assigned functions. However, I noted no matters involving internal control, including control activities for safeguarding securities, that I consider to be material weaknesses as defined above.

I understand that practices and procedures that accomplish the objectives referred to in the second paragraph of this report are considered by the SEC to be adequate for its purposes in accordance with the Securities Exchange Act of 1934 and related regulations, and that practices and procedures that do not accomplish such objectives in all material respects indicate a material inadequacy for such purposes. Based on this understanding and on my study, I believe that the Company's practices and procedures were adequate at December 31, 2008 to meet the SEC's objectives.

This report is intended solely for the information and use of the Board of Directors, management, the SEC, FINRA, and other regulatory agencies that rely on Rule 17a-5(g) under the Securities Exchange Act of 1934 in their regulation of registered brokers and dealers, and is not intended to be and should not be used by anyone other than these specified parties.



Joseph Pafeh, CPA

Los Angeles, California
February 2, 2009